

Exhibit 8



DEPARTMENT OF HEALTH & HUMAN SERVICES

Public Health Service

Centers for Disease Control
and Prevention (CDC)
Atlanta GA 30341-3724

AUG 17 2005

Pathfinder International
Attn: Mr. Sinah Chaba
Suite 7, Solutions House
Plot 39, Unit 5, Int'l Commerce Park
PO Box 60788
Gaborne Botswana

Reference: Cooperative Agreement No. U62/CCU124419-02

Dear Mr. Chaba:

Enclosed is your continuation award for the "Expansion of Psychosocial Support and Peer Counseling Services to HIV-Infected Women and Their Families in Botswana" of P.A. 04256. Please refer to the continuation pages of this Notice of Award for specific details and additional requirements regarding this award.

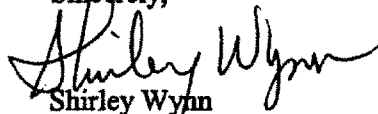
The Project Officer listed in the award will be responsible for the review and programmatic monitoring of your assistance award. The Grants Management Specialist, Shirley Wynn, has been assigned the business management responsibilities for your award. An original and one copy of all correspondences, including reports, should be addressed to the Grants Management Specialist with a copy to the Project Officer. Please include the award number on all correspondence.

All requests which require prior approval of the Grants Management Officer, (i.e. re-budgeting, contracting, etc.) must be **co-signed** by the Project Director and an official of your business office, and should contain sufficient information to process such requests. If this procedure is not followed, your request will be returned unprocessed.

An annual Financial Status Report (FSR) must be submitted within 90 days after the end of the budget period and should include only funds authorized and expended during the budget period for which the report is being submitted. The FSR should be completed and mailed to the Grants Management Specialist listed as your point of contact. The FSR SF 269A may be downloaded from internet address <http://grants.nih.gov/grants/forms.htm>. **NOTE:** Any FSR submitted on a cumulative bases will be returned. Please note page 2 of the Notice of Award for the submission of Progress Reports.

If you have any questions, please contact the appropriate individual listed in the award.

Sincerely,

A handwritten signature in black ink, appearing to read "Shirley Wynn". The signature is fluid and cursive, with the first name "Shirley" being more prominent than the last name "Wynn".

Shirley Wynn

Grants Management Officer

International Acquisition & Assistance Branch

Enclosures:

Business Office

Monita Patel, MS E04

Dr. Tom Kenyon, CDC/GAP Namibia

Thierry Roels, CDC/GAP Namibia

08/17/2005

93.041

DEPARTMENT OF HEALTH AND HUMAN SERVICES
PUBLIC HEALTH SERVICE
CENTERS FOR DISEASE CONTROL AND PREVENTION

NOTICE OF COOPERATIVE AGREEMENT

AUTHORIZATION (LEGISLATION/REGULATION)

307 & 317(K)2 OF PHS, 42 USC SECT 2421 &

1. SUPERSEDES AWARD NOTICE DATED

EXCEPT THAT ANY ADDITIONS OR RESTRICTIONS

PREVIOUSLY IMPOSED REMAIN IN EFFECT UNLESS SPECIFICALLY RESCINDED.

4. GRANT NO.

U62/CCU124418-02

5. ADMINISTRATIVE CODES

CCU62

6. PROJECT PERIOD

FROM 09/30/2004

THROUGH 09/29/2009

7. BUDGET PERIOD

FROM 09/30/2005

THROUGH 09/29/2006

8. TITLE OF PROJECT (OR PROGRAM)

EXPANSION OF PSYCHOSOCIAL & PEER COUNSELING SRVS TO HIV-INFECTED WOMEN &

9. GRANTEE NAME AND ADDRESS

PATHFINDER INTERNATIONAL

9 GALEN STREET, SUITE 217
WATERTOWN, MA 02472

10. DIRECTOR OF PROJECT (PROGRAM DIRECTOR/PRINCIPAL INVESTIGATOR)

SINAH CHABA
SUITE 7, SOLUTIONS HOURSE
PLOT 39, UNIT 5, INT'L COMMERCE PARK
PO BOX 60788 GABORNE BOTSWANA,

11. APPROVED BUDGET (EXCLUDES PHS DIRECT ASSISTANCE)

PHS GRANT FUNDS ONLY
1. TOTAL PROJECT COSTS INCLUDING GRANT FUNDS AND ALL OTHER FINANCIAL PARTICIPATION

(PLACE NUMERAL ON LINE)

I

.. SALARIES AND WAGES.....	164,311
.. FRINGE BENEFITS.....	45,455
.. TOTAL PERSONNEL COSTS	209,766
.. CONSULTANT COSTS.....	22,580
.. EQUIPMENT.....	0
.. SUPPLIES.....	25,400
.. TRAVEL.....	85,281
.. PATIENT CARE-INPATIENT.....	0
.. PATIENT CARE-OUTPATIENT.....	0
.. ALTERATIONS AND RENOVATIONS.....	0
.. OTHER.....	66,866
.. CONSORTIUM/CONTRACTUAL COSTS.....	398,550
.. TRAINEE RELATED EXPENSES.....	0
.. TRAINEE STIPENDS.....	0
.. TRAINEE TUITION AND FEES.....	0
.. TRAINEE TRAVEL.....	0
.. TOTAL DIRECT COSTS.....	808,443
.. INDIRECT COSTS (15.00 % OF SAW/TADC)	100,267
.. TOTAL APPROVED BUDGET.....	908,710
.. SBIR FEE.....	0
.. FEDERAL SHARE.....	908,710
.. NON-FEDERAL SHARE.....	0

12. AWARD COMPUTATION FOR FINANCIAL ASSISTANCE

A. AMOUNT OF PHS FINANCIAL ASSISTANCE (FROM 11.U).....	\$ 908,710
B. LESS UNOBLIGATED BALANCE FROM PRIOR BUDGET PERIODS...	108,710
C. LESS CUMULATIVE PRIOR AWARD(S) THIS BUDGET PERIOD...	0
D. AMOUNT OF FINANCIAL ASSIST. THIS ACTION	800,000

13. RECOMMENDED FUTURE SUPPORT (SUBJECT TO THE AVAILABILITY OF FUNDS AND SATISFACTORY PROGRESS OF THE PROJECT)

BUDGET YEAR	TOTAL DIRECT COSTS	BUDGET YEAR	TOTAL DIRECT COSTS
A. 3	600,000	D. 0	0
B. 4	600,000	E. 0	0
C. 5	600,000	F. 0	0

14. APPROVED DIRECT ASSISTANCE BUDGET (IN LIEU OF CASH)

A. AMOUNT OF PHS DIRECT ASSISTANCE.....	0
B. LESS UNOBLIGATED BALANCE FROM PRIOR BUDGET PERIODS...	0
C. LESS CUMULATIVE PRIOR AWARDS FROM THIS BUDGET PERIOD	0
D. AMOUNT OF DIRECT ASSISTANCE THIS ACTION	0

15. PROGRAM INCOME SUBJECT TO 45 CFR PART 74, SUBPART F, OR 45 CFR 92.25. SHALL BE USED IN ACCORDANCE WITH ONE OF THE FOLLOWING ALTERNATIVES: (SELECT ONE AND PUT LETTER IN BOX.)

A. DEDUCTION	
B. ADDITIONAL COSTS	
C. MATCHING	B
D. OTHER RESEARCH (ADD/DEDUCT OPTION)	
E. OTHER (SEE REMARKS)	

THIS AWARD IS BASED ON AN APPLICATION SUBMITTED TO, AND AS APPROVED BY, THE PHS ON THE ABOVE TITLED PROJECT AND IS SUBJECT TO THE TERMS AND CONDITIONS INCORPORATED EITHER DIRECTLY OR BY REFERENCE IN THE FOLLOWING:

A. THE GRANT PROGRAM LEGISLATION CITED ABOVE. B. THE GRANT PROGRAM REGULATION CITED ABOVE. C. THIS AWARD NOTICE INCLUDING TERMS AND CONDITIONS, IF ANY, NOTED BELOW UNDER REMARKS. D. PHS GRANTS POLICY STATEMENT INCLUDING ADDENDA IN EFFECT AS OF THE BEGINNING DATE OF THE BUDGET PERIOD. E. 45 CFR PART 74 OR 45 CFR PART 92 AS APPLICABLE. IN THE EVENT THERE ARE CONFLICTING OR OTHERWISE INCONSISTENT POLICIES APPLICABLE TO THE GRANT, THE ABOVE ORDER OF PRECEDENCE SHALL PREVAIL. ACCEPTANCE OF THE GRANT TERMS AND CONDITIONS IS ACKNOWLEDGED BY THE GRANTEE WHEN FUNDS ARE DRAWN OR OTHERWISE OBTAINED FROM THE GRANT PAYMENT SYSTEM.

REMARKS (OTHER TERMS AND CONDITIONS ATTACHED - YES ☒ NO)

SPONSOR: NATIONAL CENTER FOR GLOBAL AIDS PREVENTION (NCHSTP)

*IDC RATE BASE: SEE ATTACHED

PHS GRANTS MANAGEMENT OFFICER: (SIGNATURE)

(NAME-TYPED/PRINT)

(TITLE)

SHIRLEY WYNN

GRANTS MANAGEMENT OFFICER

7. OBJ. CLASS. 41-51

18. CRS.EIN: 1-530235320-A2

19. LIST NO.: C0-160-K05

FY-CAN

DOCUMENT NO.

ADMINISTRATIVE CODE

AMT. ACTION FIN. ASST

AMT. ACTION DIR. ASST

0. A05-M1115 05-92102GS

B. CCU124418

C. CCU62

D. 800,000

E. 0

1. A

B.

C.

D.

E.

2. A

B.

C.

D.

E.

NOTICE OF AWARD	PAGE 3 of 7	DATE ISSUED AUG 17 2006
(Continuation Sheet)	GRANT NO. U62/CCU124418-02 GRANTEE: Pathfinder International	

U.S. flag air carrier be used by domestic grantees to the maximum extent possible when commercial air transportation is the means of travel between the United States and a foreign or between foreign countries. This requirement shall not be influenced by factors of cost, convenience, or personal travel preference.

7. **CORRESPONDENCE:** All correspondence regarding this award must be identified with the **award number** as shown at the top right of this page.
8. **PRIOR APPROVAL:** All requests that require the prior approval of the Grants Management Officer must bear the signature of an authorized official of the grantee business office as well as that of the principal investigator or program director. Any request received without two signatures will be returned. Additionally, any requests involving funding issues must include a new proposed budget and a narrative justification of the requested changes.
9. **INVENTIONS:** Acceptance of grant funds obligates recipients to comply with the "standard patent rights" clauses in 37 CFR 401.14.
10. **PUBLICATIONS:** Publications, journal articles, etc. produced under a CDC grant support project must bear an acknowledgment and disclaimer, as appropriate, such as: This publication (journal article, etc.) was supported by Cooperative Agreement Number _____ from Centers for Disease Control and Prevention (CDC). Its contents are solely the responsibility of the authors and do not necessarily represent the official views of (name of awarding agency).
11. **ACKNOWLEDGMENT OF FEDERAL SUPPORT:** When issuing statements, press releases, requests for proposals, bid solicitations and other documents describing projects or programs funded in whole or in part with Federal money, all awardees receiving Federal funds, including and not limited to State and local governments and recipients of Federal research grants, shall clearly state (1) the percentage of the total costs of the program or project which will be financed with Federal money, (2) the dollar amount of Federal funds for the project or program, and (3) percentage and dollar amount of the total costs of the project or program that will be financed by non-governmental sources.
12. **INSPECTOR GENERAL:** The HHS Office of the Inspector General (OIG) maintains a toll-free telephone number, (1-800-HHS-TIPS [1-800-447-8477]) for receiving information concerning fraud, waste or abuse under grants and cooperative agreements. Information also may be submitted by e-mail to hhstips@oig.hhs.gov or by mail to Office of the Inspector General, Department of Health and Human Services, Attn: HOTLINE, 330 Independence Ave., SW, Washington DC 20201. Such reports are treated as

NOTICE OF AWARD	PAGE 5 of 7	DATE ISSUED AUG 17 2005
<i>(Continuation Sheet)</i>	GRANT NO. U62/CCU124418-02 GRANTEE: Pathfinder International	

indigenous capacity in all aspects of this agreement, and especially focus on human capacity development.

As part of the work-plan, the grantee shall develop a credible plan to phase out and devolve activities and management to local partners and beneficiaries. The work-plan will include a time-line for the achievement of organizational or human capacity sustainability and track progress towards that end. Renewals of this agreement will be based on the progress towards the accomplishment of the phase-out plan and such proposals should specify how capacity will be transferred to indigenous groups over the full award period.

16. PROSTITUTION AND RELATED ACTIVITIES:

The U.S. Government is opposed to prostitution and related activities, which are inherently harmful and dehumanizing, and contribute to the phenomenon of trafficking in persons.

Any entity that receives, directly or indirectly, U.S. Government funds in connection with this document ("recipient") cannot use such U.S. Government funds to promote or advocate the legalization or practice of prostitution or sex trafficking. Nothing in the preceding sentence shall be construed to preclude the provision to individuals of palliative care, treatment, or post-exposure pharmaceutical prophylaxis, and necessary pharmaceuticals and commodities, including test kits, condoms, and, when proven effective, microbicides. A recipient that is otherwise eligible to receive funds in connection with this document to prevent, treat, or monitor HIV/AIDS shall not be required to endorse or utilize a multi-sectoral approach to combating HIV/AIDS, or to endorse, utilize, or participate in a prevention method or treatment program to which the recipient has a religious or moral objection. Any information provided by recipients about the use of condoms as part of projects or activities that are funded in connection with this document shall be medically accurate and shall include the public health benefits and failure rates of such use.

In addition, any recipient must have a policy explicitly opposing prostitution and sex trafficking. The preceding sentence shall not apply to any "exempt organizations" (defined as the Global Fund to Fight AIDS, Tuberculosis and Malaria, the World Health Organization and its six Regional Offices, the International AIDS Vaccine Initiative or to any United Nations agency).

The following definition apply for purposes of this clause:

- Sex trafficking means the recruitment, harboring, transportation, provision, or

NOTICE OF AWARD	PAGE 6 of 7	DATE ISSUED AUG 17 2006
(Continuation Sheet)	GRANT NO. U62/CCU124418-02 GRANTEE: Pathfinder International	

obtaining of a person for the purpose of a commercial sex act. 22 U.S.C. § 7102(9).

All recipients must insert provisions implementing the applicable parts of this section, "Prostitution and Related Activities," in all sub-agreements under this award. These provisions must be express terms and conditions of the sub-agreement, must acknowledge that compliance with this section, "Prostitution and Related Activities," is a prerequisite to receipt and expenditure of U.S. government funds in connection with this document, and must acknowledge that any violation of the provisions shall be grounds for unilateral termination of the agreement prior to the end of its term. Recipients must agree that HHS may, at any reasonable time, inspect the documents and materials maintained or prepared by the recipient in the usual course of its operations that relate to the organization's compliance with this section, "Prostitution and Related Activities."

All prime recipients that receive U.S. Government funds ("prime recipients") in connection with this document must certify compliance prior to actual receipt of such funds in a written statement that makes reference to this document (e.g., "[Prime recipient's name] certifies compliance with the section, 'Prostitution and Related Activities.'" addressed to the agency's grants officer. Such certifications by prime recipients are prerequisites to the payment of any U.S. Government funds in connection with this document.

Recipients' compliance with this section, "Prostitution and Related Activities," is an express term and condition of receiving U.S. Government funds in connection with this document, and any violation of it shall be grounds for unilateral termination by HHS of the agreement with HHS in connection with this document prior to the end of its term. The recipient shall refund to HHS the entire amount furnished in connection with this document in the event HHS determines the recipient has not complied with this section, "Prostitution and Related Activities."

17. CDC CONTACT NAMES:

Business and Grants Policy Contact

Shirley Wynn

Grants Management Specialist

PGO/International Acquisition & Assistance Branch, CDC

2920 Brandywine Road, MS-K75

Atlanta, Georgia 30341-4146

Telephone: (770) 488-1515

Fax: (770) 488-2688

E-mail: zbx6@cdc.gov